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*Special Counsel for Irving H. Picard, Trustee
for the Substantively Consolidated SIPA Liquidation
of Bernard L. Madoff Investment Securities LLC
and the Chapter 7 Estate of Bernard L. Madoff*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

SECURITIES INVESTOR PROTECTION
CORPORATION,

Plaintiff-Applicant,

v.

BERNARD L. MADOFF INVESTMENT
SECURITIES LLC,

Defendant,

In re:

BERNARD L. MADOFF,

Debtor.

Adv. Pro. No. 08-01789 (CGM)

SIPA Liquidation
(Substantively Consolidated)

IRVING H. PICARD, Trustee for the
Substantively Consolidated SIPA Liquidation of
Bernard L. Madoff Investment Securities LLC
and Bernard L. Madoff,

Plaintiff,

v.

SOCIETE GENERALE PRIVATE BANKING
(SUISSE) S.A. (f/k/a SG Private Banking Suisse
S.A.), individually and as successor in interest to
Societe Generale Private Banking (Lugano-
Svizzera) S.A.; SOCGEN NOMINEES (UK)
LIMITED; LYXOR ASSET MANAGEMENT
INC. (f/k/a SG Asset Management, Inc.), as
General Partner of SG AM AI Premium Fund

Adv. Pro. No. 12-01677 (CGM)

L.P.; SG AUDACE ALTERNATIF (*f/k/a* SGAM AI Audace Alternatif), now acting by and through its manager, Lyxor Asset Management S.A.S.; SGAM AI EQUILIBRIUM FUND (*f/k/a* SGAM Alternative Diversified Fund), now acting by and through its liquidator, KPMG Advisory Sarl; LYXOR PREMIUM FUND (*f/k/a* SGAM Alternative Multi Manager Diversified Fund), now acting by and through its trustee, Societe Generale S.A.; SOCIETE GENERALE S.A., as Trustee for Lyxor Premium Fund and Successor in Interest to Banque de Reescompte et de Placement a/k/a Barep and to Societe Generale Asset Management Banque d/b/a Barep; SOCIETE GENERALE LUXEMBOURG (*f/k/a* Societe Generale Bank & Trust S.A.); OFI MGA ALPHA PALMARES (*f/k/a* Oval Alpha Palmares); OVAL PALMARES EUROPLUS; and UMR SELECT ALTERNATIF;

Defendants.

**DECLARATION OF KIM M. LONGO IN SUPPORT OF THE TRUSTEE'S
OPPOSITION TO DEFENDANTS' MOTIONS TO DISMISS**

I, Kim M. Longo, pursuant to 28 U.S.C. § 1746, declare that the following is true:

1. I am a partner with the law firm of Windels Marx Lane & Mittendorf LLP, special counsel to Irving H. Picard (the "Trustee"), as trustee for the substantively consolidated liquidation of Bernard L. Madoff Investment Securities LLC ("BLMIS") under the Securities Investor Protection Act, 15 U.S.C. §§ 78aaa-III, and the estate of Bernard L. Madoff.

2. I submit this Declaration in support of the Trustee's opposition to Defendants' motions to dismiss the Complaint filed in the above-captioned adversary proceeding, as amended by stipulation and order entered on April 18, 2022, ECF No. 133. Capitalized terms used but not defined herein have the meaning ascribed to them in the Trustee's opposition.

3. Although several documents attached to this Declaration are stamped confidential, the Trustee's records indicate that the producing parties have de-designated the documents as not confidential under the Litigation Protective Order entered in this liquidation. *See SIPC v. BLMIS (In re BLMIS)*, Adv. Pro. No. 08-01789 (CGM) (Bankr. S.D.N.Y. June 6, 2011 & Sept. 17, 2003), ECF Nos. 4137 & 5474. In addition, all personal identifying information has been redacted.

4. For a number of the below Exhibits, the subscription, redemption and other documents attached hereto are exemplars, and the Trustee is in possession of additional similar documents, which have not been included due to size and volume considerations. These additional documents can be provided to the Court upon request.

5. Attached hereto as Exhibit 1 is a true and correct copy of a Sentry Statement of Changes in Net Asset Value for various shareholders, including CBG Compagnie Bancaire Genève (predecessor to Defendant SG Suisse), dated December 1, 1996 (ANWAR-CFSE-00304241).

6. Attached hereto as Exhibit 2 in redacted form is a true and correct copy of a Sentry subscription agreement for Societe Generale Asset Management Banque d/b/a Barep ("Barep"), predecessor to Defendant SG, dated June 25, 2007 (CFSSAM0007738).

7. Attached hereto as Exhibit 3 in redacted form is a true and correct copy of a Sigma subscription agreement for Societe Generale Bank & Trust S.A. (former name of Societe Generale Luxembourg S.A.), dated July 12, 2006 (PUBLIC0684479).

8. Attached hereto as Exhibit 4 is a true and correct copy of a Lambda subscription agreement for CBG Compagnie Bancaire Genève (predecessor to Defendant SG Suisse), dated October 26, 2000 (BRRVAA0000953).

9. Attached hereto as Exhibit 5 in redacted form is a true and correct copy of Sentry's Private Placement Memorandum, dated August 14, 2006, attached to email correspondence dated July 24, 2008, from Citco Fund Services (Europe) BV to Barep (ANWAR-C-ESI-00196528; ANWAR-C-ESI-00196531).

10. Attached hereto as Exhibit 6 in redacted form is a true and correct copy of Sigma's Private Placement Memorandum, dated February 16, 2006 (SECSEV2391799).

11. Attached hereto as Exhibit 7 in redacted form is a true and correct copy of Lambda's Information Memorandum, dated January 1, 1998 (SECSEV0591610).

12. Attached hereto as Exhibit 8 in redacted form is a true and correct copy of a Sentry subscription agreement for Societe Generale Bank & Trust S.A. (former name of Societe Generale Luxembourg S.A.), dated April 7, 2003, concerning use of the HSBC New York Account (PUBLIC0684439).

13. Attached hereto as Exhibit 9 in redacted form is a true and correct copy of a Sentry subscription agreement for Societe Generale Bank & Trust S.A. (former name of Societe Generale Luxembourg S.A.), dated July 27, 2006, concerning use of the HSBC New York Account and a Societe Generale New York branch bank account (CFSSAO0007371).

14. Attached hereto as Exhibit 10 in redacted form is a true and correct copy of a Sentry subscription agreement for SG Lugano, predecessor to Defendant SG Suisse, dated February 28, 2006, concerning use of the HSBC New York Account (PUBLIC0682352).

15. Attached hereto as Exhibit 11 in redacted form is a true and correct copy of a Sentry share application form for CBG Compagnie Bancaire Genève (predecessor to Defendant SG Suisse), dated November 23, 2001, concerning use of the HSBC New York Account and a Citibank account in New York (ANWAR-CFSE-00873083).

16. Attached hereto as Exhibit 12 in redacted form is a true and correct copy of a Citco Sentry confirmation of cash received for Barep dated November 1, 2007, concerning use of the HSBC New York Account (ANWAR-CFSE-00022230).

17. Attached hereto as Exhibit 13 in redacted form is a true and correct copy of a Sentry subscription payment confirmation for CBG Compagnie Bancaire Genève (predecessor to Defendant SG Suisse), dated June 23, 2003, concerning use of the HSBC New York Account and a Citibank account in New York (ANWAR-CFSE-00888225).

18. Attached hereto as Exhibit 14 in redacted form is a true and correct copy of a fax cover sheet from Citco Bank Netherland NV to FGG requesting Sentry redemption for Defendant SG Audace dated June 13, 2003, concerning use of the HSBC New York Account (ANWAR-C-ESI-00570592).

19. Attached hereto as Exhibit 15 in redacted form is a true and correct copy of a Citco Sentry request for transfer of redemption proceeds for SGAM Alternative Diversified Fund (former name of SGAM AI Equilibrium Fund), dated July 15, 2003, concerning use of the HSBC New York Account (ANWAR-CFSE-00318177).

20. Attached hereto as Exhibit 16 in redacted form is a true and correct copy of a Citco Sentry request for transfer of redemption proceeds for SGAM Alternative Multi-Manager Diversified Fund (former name of Lyxor Premium Fund), dated July 23, 2003, concerning use of the HSBC New York Account (ANWAR-CFSE-00318784).

21. Attached hereto as Exhibit 17 in redacted form is a true and correct copy of a Citco Sentry redemption order confirmation for Defendant SG Suisse dated July 17, 2006, concerning use of a Societe Generale New York branch bank account (CFSSAO0010618).

22. Attached hereto as Exhibit 18 in redacted form is a true and correct copy of a Citco Sentry request for wire transfer payment for CBG Compagnie Bancaire Genève (predecessor to Defendant SG Suisse), dated August 13, 2003, concerning use of a Citibank account in New York (ANWAR-CFSE-00318645).

23. Attached hereto as Exhibit 19 in redacted form are true and correct copies of a Citco Sentry redemption confirmation dated October 13, 2006 (CFSSAO0019700) and a request for wire transfer payment dated October 12, 2006 (CFSSAO0019703) for SG Lugano, predecessor to Defendant SG Suisse, concerning use of a bank account in the name of Euroclear at the Bank of New York in New York.

24. Attached hereto as Exhibit 20 in redacted form are true and correct copies of a Citco Sentry request for wire transfer payment dated April 21, 2004 (ANWAR-CFSE-00320465) and a Citco Sentry redemption confirmation dated July 29, 2009 (CFSSAD0007426) for Defendant SG UK, concerning use of a Societe Generale New York branch bank account.

25. Attached hereto as Exhibit 21 in redacted form is a true and correct copy of a Sentry redemption request form for Barep dated July 10, 2008, concerning use of a Societe Generale New York branch bank account (ANWAR-CFSE-00480067).

26. Attached hereto as Exhibit 22 in redacted form is a true and correct copy of a Citco Sentry request for wire transfer payment for Societe Generale Bank & Trust S.A. (former name of Societe Generale Luxembourg S.A.), dated April 14, 2005, concerning use of a Societe Generale New York branch bank account (ANWAR-CFSE-00323197).

27. Attached hereto as Exhibit 23 in redacted form are true and correct copies of a Citco Sentry request for wire transfer payment dated March 16, 2007 (CFSSAL0013725) and a Citco Sentry redemption order confirmation dated January 29, 2007 (CFSSAL0013726) for

Societe Generale Bank & Trust S.A. (former name of Societe Generale Luxembourg S.A.) / OFI, in each case concerning use of a Societe Generale New York branch bank account.

28. Attached hereto as Exhibit 24 in redacted form are true and correct copies of a Citco Sentry request for wire transfer payment dated December 15, 2005 (ANWAR-CFSE-00325494) and a Citco Sentry redemption confirmation dated July 29, 2009 (CFSSAD0007198) for Societe Generale Bank & Trust S.A. (former name of Societe Generale Luxembourg S.A.) / Palmares, concerning use of a Societe Generale New York branch bank account.

29. Attached hereto as Exhibit 25 in redacted form are true and correct copies of a Citco Sentry request for wire transfer payment dated March 16, 2007 (CFSSAL0010419) and a Citco Sentry redemption order confirmation dated January 29, 2007 (CFSSAL0010422) for Societe Generale Bank & Trust S.A. (former name of Societe Generale Luxembourg S.A.) / UMR, in each case concerning use of a Societe Generale New York branch bank account.

30. Attached hereto as Exhibit 26 in redacted form is a true and correct copy of a Sigma share application form for Defendant SG Suisse dated April 26, 2005, concerning use of a Societe Generale New York branch bank account (BRRVAA0000970).

31. Attached hereto as Exhibit 27 is a true and correct copy of email correspondence dated September 26-27, 2002, between and amongst Caledon Capital Partners LLP, SG Asset Management, Inc. (former name of Defendant Lyxor Asset) New York personnel, and FGG personnel concerning \$25 million in Sentry subscriptions for October 1, 2002 (FG-05927719).

32. Attached hereto as Exhibit 28 is a true and correct copy of a Sentry accounts detail report dated December 10, 2002 confirming subscriptions in Exhibit 27 were for SGAM Alternative Diversified Fund (former name of SGAM AI Equilibrium Fund) and SGAM

Alternative Multi-Manager Diversified Fund (former name of Lyxor Premium Fund) (ANWAR-CFSE-00055894).

33. Attached hereto as Exhibit 29 is a true and correct copy of email correspondence dated December 31, 2002-January 2, 2003 concerning multiple phone calls from SG Asset Management, Inc. (former name of Defendant Lyxor Asset) New York personnel to FGG New York personnel (ANWAR-C-ESI-00386093).

34. Attached hereto as Exhibit 30 is a true and correct copy of email correspondence dated April 19-21, 2003 concerning request from SG Asset Management, Inc. (former name of Defendant Lyxor Asset) New York personnel for April 2003 meeting at FGG's New York offices about Sentry and monthly or semi-monthly meetings thereafter (SECSEV1771952).

35. Attached hereto as Exhibit 31 is a true and correct copy of email correspondence dated April 23, 2003 concerning rescheduling of April 2003 meeting about Sentry at FGG's New York offices and SG Asset Management, Inc. (former name of Defendant Lyxor Asset) New York personnel to be in attendance (SECSEV0666811).

36. Attached hereto as Exhibit 32 is a true and correct copy of email correspondence dated June 13-16, 2003, between FGG New York personnel and SG Asset Management, Inc. (former name of Defendant Lyxor Asset) New York personnel concerning redemption of Sentry holdings by the SGAM Funds (SECSEV1772147).

37. Attached hereto as Exhibit 33 is a true and correct copy of email correspondence dated July 7, 2003 concerning communications between FGG New York personnel and SG Asset Management, Inc. (former name of Defendant Lyxor Asset) New York personnel regarding the SGAM Funds' Sentry redemptions (FG-02191431).

38. Attached hereto as Exhibit 34 is a true and correct copy of email correspondence dated July 24-28, 2006, between and amongst Sinitus AG, Societe Generale Bank & Trust S.A. (former name of Societe Generale Luxembourg S.A.), and FGG New York personnel concerning Sentry subscription (SECSEV0862190).

39. Attached hereto as Exhibit 35 is a true and correct copy of a Sentry share application form with fax cover sheet from CBG Compagnie Bancaire Genève (predecessor to Defendant SG Suisse) to Citco Fund Services (Europe) BV and FGG, Miami dated October 12, 2001 (ANWAR-CFSE-00872912).

40. Attached hereto as Exhibit 36 is a true and correct copy of email correspondence dated August 12, 2003-September 3, 2003, between CBG Compagnie Bancaire Genève (predecessor to Defendant SG Suisse) and FGG Miami personnel concerning Sentry (FG-05816310).

41. Attached hereto as Exhibit 37 is a true and correct copy of email correspondence dated September 25-26, 2007, between Societe Generale's Global Co-Head of Hedge Fund Risk Management in New York and FGG New York personnel concerning October 1, 2007 conference call on Sentry (SECSEV1039975).

42. Attached hereto as Exhibit 38 is a true and correct copy of email correspondence dated October 1-3, 2007, between Societe Generale's Global Co-Head of Hedge Fund Risk Management in New York and FGG New York personnel concerning October 1, 2007 conference call on Sentry and transmittal of information on BLMIS (SECSEV1041117).

43. Attached hereto as Exhibit 39 is a true and correct copy of email correspondence dated October 17, 2008, between Societe Generale's Global Co-Head of Hedge Fund Risk Management in New York and FGG New York personnel concerning Sentry (FG-00863004).

44. Attached hereto as Exhibit 40 is a true and correct copy of an excerpt from Societe Generale Group's 2007 AMF Registration Document (PUBLIC0678738).

45. Attached hereto as Exhibit 41 in redacted form is a true and correct copy of Kingate Global Fund, Ltd.'s Amended and Restated Information Memorandum, dated May 1, 2006 (TGH-EMAIL-00602350).

46. Attached hereto as Exhibit 42 is a true and correct copy of the Declaration of Jean-Luc Malafosse, *OFI Risk Arbitrages, et al v. Cooper Tire & Rubber Company*, No. 14-CV-00068 (RGA) (D. Del. 2014), ECF No. 17-2.

I declare under penalty of perjury that the foregoing is true and correct.

Dated: New York, New York
June 28, 2022

/s/ Kim M. Longo
Kim M. Longo